

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COBALT INTERNATIONAL ENERGY, INC., et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 17-36709 (MI)
)

) (Jointly Administered)
)

**APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330,
AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR
AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL &
JONES LLP AS LEAD COUNSEL *NUNC PRO TUNC* TO DECEMBER 27, 2017**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON
FEBRUARY 8, 2018 AT 1:30 PM (CT) IN COURTROOM 404, 4TH
FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF TEXAS, 515 RUSK AVENUE, HOUSTON,
TEXAS 77002.**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST
RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH
PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED
BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE
CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE
DAYS FROM THE DATE YOU WERE SERVED WITH THIS
PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON
THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE
COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT
THE RELIEF REQUESTED.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR
ATTORNEY.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors' service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

The Official Committee of Unsecured Creditors (the “Committee”) of Cobalt International Energy, Inc., and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as lead counsel to the Committee in connection with the Debtors’ jointly administered chapter 11 cases, effective to December 27, 2017. In support of the Application, the Committee submits the declaration of Robert J. Feinstein (the “Feinstein Declaration”), a partner of the Firm, attached hereto as Exhibit A and incorporated herein by reference and the declaration of the Committee Chair attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

BACKGROUND

3. On December 14, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are

operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On December 21, 2017, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following three (3) members: (i) Wells Fargo Bank, National Association; (ii) Baker Hughes, a GE Company; and (iii) Schlumberger Technology Corporation.

5. On December 27, 2017, the Committee held its initial meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval.

6. The Firm's retention is requested as of December 27, 2017, insofar as that is the date the Committee first requested PSZJ to render legal services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

7. The Firm has approximately 66 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm's attorneys have comprehensive experience representing creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases, including, among others, Ignite Restaurant Group, ERG Resources, Flying J, Reddy Ice, Payless, Sports Authority, and Circuit City Stores. Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below.

RELIEF REQUESTED

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and

1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its bankruptcy counsel in these chapter 11 cases.

9. The Committee has selected PSZJ as its counsel in furtherance of the efficient administration of the estates on behalf of the Committee. The Committee seeks to retain the Firm effective as of December 27, 2017 because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since December 27, 2017.

SERVICES TO BE RENDERED

10. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. Assisting, advising, and representing the Committee in its consultations with the Debtors regarding the administration of these cases;
- b. Assisting, advising, and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
- c. Assisting, advising, and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- d. Assisting, advising, and representing the Committee in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;
- e. Assisting, advising, and representing the Committee in its participation in the negotiation, formulation, and drafting of a plan of liquidation or reorganization;

- f. Advising the Committee on the issues concerning the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code;
- g. Assisting, advising, and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- h. Assisting, advising, and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions and claims against directors and officers and any other party; and
- i. Providing such other services to the Committee as may be necessary or appropriate in these cases.

NO ADVERSE INTEREST OF PROFESSIONALS

11. To the best of the Committee's knowledge, and based upon the Feinstein Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Feinstein Declaration.

12. To the best of the Committee's knowledge, except as provided in the Feinstein Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained.

13. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should the Firm, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

14. The Firm represents many debtors and committees in other bankruptcy cases, and those debtors, the members of those committees, or those estates may be creditors of the Debtors.

However, the Firm will not represent any those debtors, committees, or their members with respect to any claims that they may have collectively or individually against the Debtors.

PROFESSIONAL COMPENSATION

15. Subject to Court approval and in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The Firm's standard hourly rates are:

	2017 Rates	2018 Rates
Partners	\$625.00 - \$1,245.00 per hour	\$650.00 - \$1,295.00 per hour
Of Counsel	\$575.00 - \$995.00 per hour	\$595.00 - \$1,025.00 per hour
Associates	\$450.00 - \$595.00 per hour	\$495.00 per hour
Paraprofessionals	\$275.00 - \$350.00 per hour	\$295.00 - \$395.00 per hour

16. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

17. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made

generally to the Firm's other clients and within the guidelines set forth in Local Rule 2014-1 and 2016-1, and all amendments and supplemental standing orders of the Court. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

NOTICE

18. Notice of this Application has been provided to all parties listed on the Debtors' Master Service List. The Committee submits that such notice is sufficient and that no other or further notice be provided.

NO PRIOR REQUEST

19. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel effective as of December 27, 2017, and granting such other and further relief as is just and proper.

Date: January 11, 2018

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF COBALT
INTERNATIONAL ENERGY, *et al.***

/s/ Christopher J. Ryan
Baker Hughes, a GE Company
By: Christopher J. Ryan

Solely in his capacity as Chair of the Official
Committee of Unsecured Creditors of Cobalt
International Energy, *et al.*, and not in any other
capacity

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing has been served by electronic transmission to all registered ECF users appearing in this case.

Dated: January 11, 2018
Houston, TX

/s/ Kenneth Green
Kenneth Green

EXHIBIT A

Declaration of Robert J. Feinstein

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:)	Chapter 11
)	
COBALT INTERNATIONAL ENERGY, INC., <i>et al.</i> , ²)	Case No. 17-36709 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF ROBERT J FEINSTEIN IN SUPPORT OF
THE APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330,
AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR
AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL &
JONES LLP AS LEAD COUNSEL NUNC PRO TUNC TO DECEMBER 27, 2017**

I, Robert J. Feinstein, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas, that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 780 Third Avenue, 34th Floor, New York, NY 10017. I am duly admitted to practice law in the State of New York and various federal courts including, but not limited to, the Southern District of New York.

3. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective December 27, 2017*.

4. The Firm has approximately 66 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm’s attorneys have comprehensive experience representing creditors’ committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors’ committees in complex chapter 11 cases, including, among others, Ignite Restaurant Group, ERG Resources, Flying J, Reddy Ice, Payless, Sports Authority, and Circuit City Stores. Accordingly, the Firm is well-qualified to render the services described below.

5. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

person employed in the Office of the United States Trustee (the “U.S. Trustee”) or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as set forth herein.

6. The Debtors have retained various professionals, including Kirkland & Ellis and Houlihan Lokey. The Firm has previously worked with and will continue to work with these referenced professionals on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

7. Section 1103(b) of the Bankruptcy Code does not impose the general “disinterestedness” standard of section 327(a) on proposed counsel to an official committee of unsecured creditors. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the U.S. Trustee.

8. The Firm has made the following investigation of its connections prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties in interest in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of parties provided by the Debtors through the Firm’s database. The categories of the parties entered in the Firm’s database with respect to the Firm’s conflicts check in these cases are set forth on Schedule 1 annexed hereto.

9. Based on the Firm’s conflict check within its database, the Firm has not encountered any creditors of the Debtors in which an actual conflict exists between the Firm and such creditors. If, at any time during the course of this proceeding, the Firm learns of any representation which may give rise to a conflict, the Firm will promptly file with the Court an amended declaration identifying and specifying such involvement.

10. The Firm makes the following disclosures with respect to certain parties:
 - a. PSZJ is currently representing an affiliate of Baker Hughes, a GE Company, in a minor matter unrelated to the Debtors.

11. PSZJ and certain of its attorneys have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases.

12. PSZJ represented, represents, and in the future will likely represent committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. For the avoidance of doubt, except as disclosed in paragraph 9(a), the Firm has not represented any members of the Committee in the twelve (12) months preceding the Petition Date.

13. The Firm has not received any retainer or payment from the Debtors or the Committee. Nor has the Firm received any promise of payment in connection with these cases during the one-year period prior to the filing of the Debtors’ petitions. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these cases. No promises have been received by the Firm nor by any attorneys thereof as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity

any compensation received by the Firm in connection with these cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

14. The Firm intends to apply for compensation for professional services rendered in connection with these cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. The Firm's current standard hourly rates are:

	2017 Rates	2018 Rates
Partners	\$625.00 - \$1,245.00 per hour	\$650.00 - \$1,295.00 per hour
Of Counsel	\$575.00 - \$995.00 per hour	\$595.00 - \$1,025.00 per hour
Associates	\$450.00 - \$595.00 per hour	\$495.00 per hour
Paraprofessionals	\$275.00 - \$350.00 per hour	\$295.00 - \$395.00 per hour

15. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

16. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

17. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these cases, including Snow Spence Green LLP ("SSG") as local counsel and Conway MacKenzie ("CM") as financial advisor. PSZJ intends to work closely with any such professionals retained by the Committee, including SSG and CM, to ensure that there is no unnecessary duplication of services performed on behalf of the Committee or charged to the Debtors' estates.

18. The Firm provides the following responses to the questions set forth in Part D of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines"):

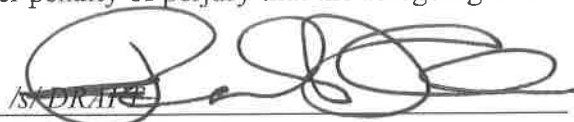
Questions Required by Part D1 of Revised UST	Answer:	Further explanation:

Guidelines:		
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	N/A
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	N/A	N/A
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	

19. PSZJ intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 11, 2018


~~/s/ DRITZ~~
 Robert J. Feinstein

SCHEDULE 1
PARTIES IN INTEREST
List of Interested Parties

1(a) Debtors and Affiliates

CIE Angola Block 9 Ltd. (Cayman Islands)
CIE Angola Block 20 Ltd. (Cayman Islands)
CIE Angola Block 21 Ltd. (Cayman Islands)
CIE Gabon Diaba Ltd. (Caymon Islands)
CIE Mexico, LLC (DE)
CIE Mexico 2, LLC (DE)
Cobalt Energia de Mexico, S de RL (Mexico)
Cobalt GOM #1 LLC
Cobalt GOM #2 LLC (DE)
Cobalt GOM LLC (DE)
Cobalt International Energy Angola Ltd. (Cayman Islands)
Cobalt International Energy Gabon Ltd. (Cayman Islands)
Cobalt International Energy Germany GmbH & Co. KG (General Partner) (Germany)
Cobalt International Energy Germany Verwaltungs GmbH (Partner) (Germany)
Cobalt International Energy GP, LLC (DE)
Cobalt International Energy LP (DE)
Cobalt International Energy Overseas Ltd. (Cayman Islands)
Cobalt International Energy, Inc. (DE)
Kwanza Basin Limited (Cayman Islands)

1(b) Current Officers and Directors

Cutt, Timothy J.
Golden, Jack E.
Hackedorn, Lynne
Hagale, John E.
Keglevic, Paul
Lewis, Wanda M.
Marshall, Jon A.
Moore, Kenneth W.
Nicholson, Tim
Powell, David D.
Scoggins, Myles W.
Skaufel, Rod
Smith, Richard A.
Strarzec, Jeffrey A.
Utt, William P.
van Steenberg, D. Jeff

1(c) Former Officers and Directors

Bryant, Joseph H.
Coneway, Peter R.
Cornell, Henry
Farnsworth, James W.
France, Michael G.
Hutchison, Kathryn Bailey
Lancaster, N. John
Lebovitz, Scott L.
Murchison, J. Hardy
Painter, James H.
Pontarelli, Kenneth A.
Wilkinson, John P.
Young, Martin H.

1(d) Known Shareholders

Asgard Investment Corp.
Asgard Investment Corp. II
C/R Cobalt Investment Partnership LP
C/R Energy Coinvestment II LP
C/R Energy GP II LLC
C/R Energy GP III LLC
C/R Energy III Cobalt Partnership LP
Carlson, Clint D.
Carlyle Energy Coinvestment III LP
Carlyle/Riverstone Energy Partners II LP
Carlyle/Riverstone Energy Partners III LP
Carlyle/Riverstone Global Energy & Power Fund III LP
Conway, William E., Jr.
D'Aniello, Daniel A.
First Reserve Fund XI LP
First Reserve GP XI Inc.
First Reserve GP XI LP
FR XI Onshore AIV LP
Hoffman, Michael B.
Lapeyre, Pierre F., Jr.
Leuschen, David M.
Mathias, Edward J.
Paulson & Co. Inc.
Riverstone Energy Coinvestment III LP
Rubenstein, David M.
Vanguard Group, The

1(e) Noteholders

683 Capital Management LLC
Aegon USA Investment Management LLC
Alden Global Capital LLC
Allianz Global Investors US LLC
Aristeia Capital LLC
Arosa Capital Management LP
Bank of America Merrill Lynch Proprietary Trading
Barclays Capital Inc.
BlackRock Advisors LLC
Brownstone Investment Group LLC
Capital International Investors
Capital International SÀRL Switzerland
Carlson Capital LP
Chenavari Credit Partners LLP
Citadel Advisors LLC
Clearstream Bank
Columbia Threadneedle Investments US
Corrib Capital Management LP
CQS UK LLP
Cyrus Capital Partners LP US
Dendera Capital LP
ED&F Man Capital Markets Ltd.
Euroclear Bank
Fidelity Management & Research Co.
Franklin Advisers Inc.
GLG Partners LP
Graham Capital Management LP
Hawkeye Capital Management LLC
Highbridge Capital Management LLC
Hotchkis & Wiley Capital Management LLC
Hourglass Capital LLC
Hutchin Hill Capital LP
Invesco Canada Ltd.
Jefferies LLC
JH Lane Partners LP
Mackenzie Financial Corp.
Morgan Stanley Wealth Management
Nomura Securities International Inc.
OZ Management LP
Pecora, John Philip
Perot Group
Petrus Asset Management Co.
Phoenix Investment Adviser LLC
Pioneer Investment Management Inc.
Ronit Capital LLP

Safra National Bank New York
Scoggin Management LP
Scott's Cove Management LLC
Seaport Global Securities LLC
SIX SIS Ltd.
Sound Point Capital Management LP
Southpaw Asset Management LP
State Street Bank Omnibus Account
State Street Global Advisors
Symphony Asset Management LLC
Tegean Capital Management LLC
Telemetry Investments LLC
TFG Asset Management LP
Total SA
UBS AG Asset Management Switzerland
Weiss Multi-Strategy Advisers LLC
Wellington Management Co. LLP
Wells Fargo Securities LLC
Whitebox Advisors LLC
Wolverine Asset Management LLC
York Capital Management Global Advisors LLC

1(f) Contract Counterparties

Anadarko
BP
Chevron
ConocoPhillips
Eni
Exxon Mobil
Halliburton Atlantic Ltd.
Halliburton Energy Services Inc.
Halliburton Overseas Ltd. - Sucursal de Angola
Marubeni
Samson Oil & Gas Ltd.
Sonangol P&P
Statoil
Total
Total E&P
Venari
Whitton Petroleum Services Ltd.

1(g) .U.S. Trustee, Judges, and Court Contacts for the Southern District of Texas (and key staff members)

Bohm, Jeff
Boykin, Jacqueline
Brown, Karen K.
Congram, Debra K.
Dodson, Liz
Duran, Hector
Griffin, Barbara
Hickman, Ellen
Holley, Nancy
Isgur, Marvin
Johnson-Davis, Luci
Jones, David R.
Livingston, Diane
March, Christine
Motton, Linda
Otto, Glenn
Paul, Letitia Z.
Rodriguez, Eduardo V.
Schmidt, Patricia
Statham, Stephen
Waxton, Clarissa

1(h) Indenture Trustees

Wells Fargo Bank NA
Wilmington Trust NA

1(i) Insurers

ACE
AIG
Allianz Global Risks US Insurance Co.
AmWINS
Ascot
Beazley Insurance Co. Inc.
Berkshire
Berkshire Hathaway Specialty Insurance
Brit Syndicate #2987
Chubb
Endurance American Insurance Co.
Freedom Specialty Insurance
Gemini
Hartford, The
HCC
Illinois National Insurance Co.
Ironshore

IRU
Lexington
Liberty Insurance Underwriters Inc.
Lloyd's of London
Navigators Insurance Co.
North American Specialty Insurance
ProSight
QBE Insurance Corp.
RSUI Indemnity Co.
StarNet
Starr
Starshore
Swiss Re
Talbot
Tokio Marine Specialty Insurance
Zurich

1(j) litigation parties

Capital One Southcoast Inc.
Citigroup Global Markets Inc.
Credit Suisse Securities USA LLC
Deutsche Bank Securities Inc.
Fire & Police Retiree Health Care Fund San Antonio
Gaines, Ira
GAMCO Global Gold Natural Resources & Income Trust
GAMCO Natural Resources Gold & Income Trust
Goldman Sachs & Co.
Hafkey, Michael
Howard Weil Inc.
JP Morgan Securities LLC
Lazard Capital Markets LLC
McDonough, Karen
Morgan Stanley & Co. LLC
Neuman, Steven
Paradise Wire & Cable Defined Benefit Pension Plan
RBC Capital Markets LLC
Sjunde AP-Fonden
Sonangol EP
St. Lucie County Fire District Firefighters' Pension Trust Fund
Stifel Nicolaus & Co. Inc.
Tudor Pickering Holt & Co. Securities Inc.
UBS Securities LLC
Universal Investment GmbH
XL Specialty Insurance Co.

1(k) Professionals

Akin Gump Strauss Hauer & Feld LLP
Baker Botts
Centerview Partners LLC
Ernst & Young
Goldman Sachs
Houlihan Lokey
KCC LLC
Kirkland & Ellis LLP
Kirkland & Ellis International LLP
Milbank Tweed Hadley & McCloy LLP
Moelis & Co. LLC
Weil Gotshal & Manges LLP
Zack Clement PLLC

1(l) Taxing Authorities

Aldine Independent School District (TX), Tax Office
Angola, Government of, Instituto Nacional de Segurança Social
Angola, Government of, MinFin Caixa Tesouro Nacional
Angola, Government of, Ministry of Finance
Angola, Government of, MinPet Formacao Trabalahore
Assumption, Parish of (LA), Assessor's Office
Cypress-Fairbanks Independent School District (TX), Tax Office
Delaware, State of
Harris, County of (TX), Tax Assessor-Collector
Lafayette, City of (LA)
Lafayette, Parish of (LA), Tax Collector
LaFourche, Parish of (LA), Sheriff's Office
Louisiana, State of
Louisiana, State of, Department of Revenue
Mexico, Government of
Sheldon Independent School District (TX), Tax Office
Spring Branch Independent School District (TX)
St. Mary's, Parish of (WI), Assessor
Terrebonne, Parish of (LA), Tax Collector
Texas, State of

1(m) Top Unsecured Creditors

Axia Partners, LP
Baker Hughes Oilfield Operational LLC
Berger Geosciences LLC
Blade Energy Partners Ltd
CGG Services (U.S.) Inc.
Cintas Corp.
Covington & Burling LLP
Covington and Burling LLP

Crowe Horwath LLP
Cuneiform Offshore Consulting LLC
Dril-Quip Inc.
Cuneiform Offshore Consulting, LLC
Earth Science Assoc. C and T Inc
Ellington & Associates Inc.
Fugro Marine GeoServices Inc.
Gardere Wynne Sewell LLP
Geocomputing Group, LLC
Halliburton Energy Services
Intecsea, Inc
JCC Services Inc.
Marine Preservation Assoc
National Economic Research Associates, Inc.
Oil Spill Response (Dispersants) Limited
Omega Project Solutions Inc.
PriceWaterhouseCoopers LLP
PRQ Inc
Schlumberger Technology Corp.
Tenaris Global Services USA Corp.
Traveling Coaches Inc.
Skadden Arps Slate Meagher
Sonangol Offshore Services Co.
Vinson And Elkins LLP
Wachtell Lipton Rosen & Katz
Weatherford Laboratories
Wells Fargo Bank, N.A.
Williams & Connolly LLP

1(n) vendors

ACES Global Quality Services USA LLC
Activpayroll Ltd.
ADP LLC
ADP TotalSource
Alston & Bird LLP
American Eagle Logistics
American Petroleum Institute American Recovery LLC
Anadarko US Offshore LLC
Ash Health & Safety LLC
AT&T Mobility
AT&T Teleconference Services
Axia Partners LP
Baker Botts LLP
Baker Hughes
Bee-Line Delivery
BeMent, W. Owen

Berger Geosciences LLC
Blackhawk Specialty Tools LLC
Blade Energy Partners Ltd.
Bloomberg BNA
Bloomberg Finance LP
Bluewater Rubber & Gasket Co.
Brand IQ
Broadridge Investor Communication
Solutions
Brownstein Hyatt Farber Schreck LLP
Caesar Oil Pipeline Co. LLC
Cameron Highway Oil Pipeline Co. LLC
Cardno PPI Quality & Asset Management LLC
Catapult Systems LLC
CCS Presentation Systems
Central Dispatch
Chapa, Hector Daniel Santillanes
Chevron North America Exploration &
Production Co.
Cisco Systems Capital
Citibank NA
C-K Associates LLC
Claro Group LLC, The
Clean Gulf Associates
Community Coffee Co. LLC
Continental Stock Transfer
Continuity Housing LLC
Control Risks Group LLC
Cool River Consulting LLC
Core Laboratories LP
Corporation Service Co.
C-Port/Stone LLC
Crowe Horwath LLP
CTI Transportation LLC
Cudd Pressure Control
Datalog Acquisition LLC
Davis Polk & Wardwell
DeepWater Rental & Supply
Delaware, State of, Secretary
DHL Express USA
DirecTV
DocuSign
Donnelley Financial LLC
DoubleTree by Hilton Dallas
Earth Science Associates
Ecoserv LLC

Emergent Professional Resource Enbridge Holdings Offshore Facilities LLC
Energy Data Solutions
Environmental Systems Research Institute
Era Helicopters LLC
FedEx
Financial Accounting Standards Board FMC Technologies Inc.
Francis Drilling Fluids Ltd.
Frank White Photography
Frank's International LLC
G.Comm
GeoComputing Group LLC
Geocosm LLC
Gibbs & Bruns LLP
Gibson Dunn & Crutcher LLP
GreatAmerica Financial Services
Grove, Michael L.
Halliburton Energy Services
Halo Branded Solutions
Harris, County of (TX), Tax Assessor-Collector, Mike Sullivan
Hewlett-Packard Financial Services Co.
Hoover Offshore LLC
HR Projects Group
HSBC Bank USA NA
HWCG Holdings LLC
ICR LLC
International SOS Assistance Inc. Inventus LLC
Jimenez Contract Services
John W. Stone Oil Distributor
Kelsey Pharmacy
Kelsey-Seybold Clinic
Knight Manufacturing LLC
Laborde Marine Management LLC
Lazard Freres & Co. LLC
Level 3 Communications LLC
Liffey Thames Group LLC
Liskow & Lewis APLC
Lockton Cos. LLC
LOGIX Communications
Longview of America LLC
Marine Preservation Association Martin Holdings LLC
Mbrteam LLC
Meridian Compensation Partners LLC
M-I SWACO
MN Coxen LLC
Morgan Stanley
National Ocean Industries

National Oilwell Varco
Nautical Solutions LLC
NDE Technical Services USA
Netherland Sewell & Associates
Neuralog LP
Northwest Translations Inc.
NSI Fracturing LLC
O'Brien's Response Management LLC
Offshore Rental LLC
Offshore Technical Compliance LLC
Ogletree Deakins Nash Smoak PC
Oil States Energy Services LLC
Opportune
Orion Project Services LLC
OSIsoft LLC
P2 Energy Solutions
Paleo Data
Pannell Kerr Forster of Texas
Paul's Insurance Services LLC
Paws Energy Services
PCAOB
Pitney Bowes Global Financial Services LLC
Poseidon Oil Pipeline LLC
Premium Oilfield Services LLC
PricewaterhouseCoopers LLP
PricewaterhouseCoopers SC
Production Management Industries LLC
Quinn Emanuel Urquhart & Sullivan LLP
R360 Environmental Solutions LLC
Reed Smith LLP
Response Group, The
Rowan UK Reliance Ltd.
RPS Evans-Hamilton
Schultz Geomatics
Sheraton Gunter Hotel
Shred-It USA LLC
Sidley Austin LLP
Sirius Solutions LLLP
Skadden Arps Slate Meagher
Solid Networks LLC
Solium Transcentive LLC
Soluciones y Servicios Empresariales SC
Sooner Pipe LLC
Specialist Staffing Solutions
Staples Advantage
Strasburger & Price LLP

Subsea Solutions LLC
Suite Relocations LLC
Susman Godfrey LLP
Teris LLC
TH1 LLC
Thompson & Knight LLP
TIBCO Software
Tidewater Marine LLC
T-Mobile
Toshiba Financial Services
Total Visa Solutions LLC
TPS Enterprises LLC
Trevena Geo-Consulting LLC
Tri City Pipe & Machine LLC
Tuboscope
United States, Government of the, Office of Natural Resources Revenue
United States-Africa Energy Association United Vision Logistics
University of Texas at Austin, Bureau of Economic Geology
US Bank Equipment Finance
US Steel Oilwell Services LLC
Viking Engineering LLC
Vinson & Elkins LLP
Vision Communications
Voya Financial
Wachtell Lipton Rosen & Katz
Weatherford Laboratories
Weatherford US LP
West Africa Management Services
WesternGeco LLC
Williams & Connolly LLP
Workstrings International LLC
WWT International Drilling Tool Services LLC

EXHIBIT B

Declaration of Committee Chair

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COBALT INTERNATIONAL ENERGY, INC., et al.,¹)	Case No. 17-36709 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF COMMITTEE CHAIR IN
SUPPORT OF APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330,
AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR
AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL &
JONES LLP AS LEAD COUNSEL NUNC PRO TUNC TO DECEMBER 27, 2017**

CHRISTOPHER J. RYAN, as authorized representative of the Committee, declare under penalty of perjury as follows:

1. I, Christopher J. Ryan, am the Manager of Collections for Baker Hughes, a GE Company (“Baker Hughes”). Baker Hughes was elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective December 27, 2017* (the “Application”) on behalf of the Committee.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

The Committee's Selection of PSZ&J as Counsel

2. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On December 21, 2017, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following three (3) members: (i) Wells Fargo Bank, National Association; (ii) Baker Hughes, a GE Company; and (iii) Schlumberger Technology Corporation.

4. On December 27, 2017, the Committee held a meeting and, among other things, voted to retain the Firm as its counsel, subject to Court approval. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZJ as the Committee's counsel during these Cases.

Rate Structure

5. In my capacity as Committee Chair, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is

agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

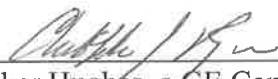
Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: January 11, 2018

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF COBALT
INTERNATIONAL ENERGY, *et al.***



Baker Hughes, a GE Company
By: Christopher J. Ryan

Solely in his capacity as Chair of the Official
Committee of Unsecured Creditors of Cobalt
International Energy, *et al.*, and not in any other
capacity

EXHIBIT C

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Chapter 11

COBALT INTERNATIONAL ENERGY, INC., et al.,¹

Case No. 17-36709 (MI)

Debtors.

(Jointly Administered)

ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTORS EFFECTIVE DECEMBER 27, 2017

Upon consideration of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective December 27, 2017* (the “Application”),² pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) in these chapter 11 cases; and upon consideration of the declarations of Robert J. Feinstein and the Committee Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors' service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED**.
2. The Committee is authorized to retain and employ PSZJ as counsel to the Committee effective December 27, 2017. Subject to Court approval, PSZJ may be compensated for services rendered and reimbursed for expenses incurred beginning on December 27, 2017.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.
4. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. PSZJ is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in these chapter 11 cases.

6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2018

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE